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Proposed Counsel to the Debtors  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - -	X	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	1Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	X	

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),  
365(a) AND 554 AND BANKRUPTCY RULE 6006 AUTHORIZING  
REJECTION OF CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for entry of an order, under Bankruptcy Code sections  
105(a) 365(a) and 554 and Bankruptcy Rule 6006,  
authorizing the Debtors to (i) reject certain unexpired

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

leases of real property, including any amendments, modifications or subleases thereto, as set forth on the attached Exhibit A (collectively, the "Leases"), and any guaranties thereof, effective as of January 16, 2009 or such date as the Debtors return keys to the Premises to the landlord (the "Rejection Date") and (ii) abandon any equipment, furniture or fixtures located at the premises covered by the Leases (the "Premises"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

The Motion as set forth herein is GRANTED.

1. The Leases and any guaranties thereof are hereby rejected effective as of the Rejection Date, with the exception of the Lease with New River Properties,

which shall be rejected as of January 2, 2009, and the Lease with Weingarten Miller Sheridan, LLC, which shall be rejected as of January 29, 2009. Any subleases associated with the Leases or the Premises are hereby rejected effective as of the Rejection Date. The landlords for the Leases (the "Landlords") are entitled to immediate possession of the Premises as of the Rejection Date. Nothing in this paragraph 2 shall preclude a lessor from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such lessor's right to seek rejection damages under the Bankruptcy Code.

2. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon any and all improvements, furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned on the Rejection Date to the lessors free and clear of all liens, claims and other interests. The lessors may, in their sole discretion and without further notice, use, transfer or dispose of such Abandoned Property without liability to

the Debtors or any third parties claiming an interest in such Abandoned Property.

3. This order shall not affect the property of Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") at the Premises covered by the Debtors' leases with North Plainfield VF, LLC, Shoppes at River Crossing, LLC, Coventry II DDR Merriam Village, LLC and Weingarten Miller Sheridan, LLC. These landlords should reasonably cooperate with Verizon Wireless to enable Verizon Wireless to remove its property from the Premises and provide Verizon Wireless a reasonable opportunity to remove its property.

4. On the Rejection Date the Debtors are deemed to quitclaim any interest in the real property and improvements at the Premises to the Lessors on an "as is, where is" basis and shall reasonably cooperate with the Lessors, at the sole cost and expense of Lessors, in connection with the execution and recording of such documents as may be reasonably necessary to effectuate such transfer of title or abandonment of the Abandoned Property and improvements at the Premises; provided, however, that nothing in this Order, including

this paragraph 4, shall prejudice the rights, claims or defenses of Debtors and Lessors with respect to (i) any tenant improvement allowances or other build-out charges under the Leases or (ii) any third party claims arising from the construction at any of the Premises, including any claim of mechanics' or material suppliers' or laborers' lien, if any, which rights, claims and defenses are reserved.

5. Each counterparty to a Lease or any guaranty thereof shall have until thirty (30) days from the date this Order is entered on the docket to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code), including (without limitation) claims arising from or related to rejection of its Lease or guaranty.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia

January \_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing order has been  
endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

**EXHIBIT A**  
**Unexpired Leases of Real Property**

<u>Store Number</u>	<u>Lease Location</u>	<u>Landlord/ Subtenant</u>
#3201	Parkway Village Shopping Center 3670 Eisenhower Parkway Macon, GA 31206	New River Properties
#3383	Kona Commons Shopping Center 74-5454 Makala Boulevard Kona, HI 96740	MK Kona Commons, LLC
#3396	Desert Gateway Shopping Center 34660 Monterey Avenue Palm Desert, CA 92211	RJ Ventures, LLC
#3723	624-640 Iyannough Road Hyannis, MA 02601	Berkshire-Hyannis, LLC
#3745	Golden Valley Ranch Shopping Center 19037 Golden Valley Road Santa Clarita, CA 91321	GMS Golden Valley Ranch, LLC
#3806	Brook Highland Plaza Birmingham, AL 35244	GS II Brook Highland, LLC
#3885	The Shoppes at River Crossing 5080 Riverside Drive Macon, GA 31206	Shoppes at River Crossing, LLC
#4133	Intersection of US Highway 22 and West End Avenue North Plainfield, NJ 10803	North Plainfield VF, LLC
#4140	Riverpoint at Sheridan Shopping Center Sheridan, CO 80110	Weingarten Miller Sheridan, LLC
#4220	Merriam Village Shopping Center 6030 Eby Street Merriam, KS 66202	Coventry II DDR Merriam Village, LLC
#4227	Spanish Fort Town Center Mobile, AL 36577	Cypress/Spanish Fort I, LP